

**Hearing Date: June 18, 2012 at 10:00 a.m. (ET)**

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*Proposed Counsel for the Debtors and  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**NOTICE OF FILING OF PROPOSED FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105,  
362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) AND 364(e) AND  
BANKRUPTCY RULES 4001 AND 6004 (I) AUTHORIZING DEBTORS (A) TO ENTER  
INTO AND PERFORM UNDER RECEIVABLES PURCHASE AGREEMENTS AND  
MORTGAGE LOAN PURCHASE AND CONTRIBUTION AGREEMENTS RELATING  
TO INITIAL RECEIVABLES AND MORTGAGE LOANS AND RECEIVABLES  
POOLING AGREEMENTS RELATING TO ADDITIONAL RECEIVABLES AND (B)  
TO OBTAIN POST-PETITION FINANCING ON A SECURED SUPERPRIORITY  
BASIS, AND (II) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE** that Residential Capital, LLC (the “Debtors”) files the  
attached proposed Final Order Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m),  
364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004 (i)

Authorizing Debtors (a) to Enter and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables and (b) to Obtain Post-Petition Financing on a Secured Superpriority Basis, and (ii) Granting Related Relief (the “Proposed Final Order”)<sup>1</sup>, attached hereto as Exhibit 1.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the Proposed Final Order will take place on **June 18, 2012 at 10:00 a.m. (prevailing Eastern Time)** before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501.

**PLEASE TAKE FURTHER NOTICE THAT** a copy of the Motion and Proposed Final Order may be obtained via PACER at <http://www.nysb.uscourts.gov> or from the Debtors’ restructuring website at [www.kccllc.net/rescap](http://www.kccllc.net/rescap).

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<sup>1</sup> On May 14, 2012, the Debtors filed the Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004 (i) Authorizing Debtors (a) to Enter and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables and (B) to Obtain Post-Petition Financing on a Secured Superpriority Basis, and (ii) Granting Related Relief [Docket No. 13] (the “Motion”). An interim order granting the relief requested therein was entered on May 15, 2012 [Docket No. 80] (the “Interim Order”). An electronic comparison of the Proposed Final Order to the Interim Order is attached hereto as Exhibit 2.

Dated: June 15, 2012  
New York, New York

/s/ Larren M. Nashelsky

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